

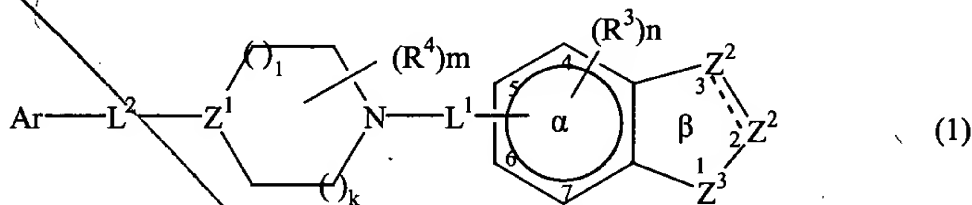
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AMENDMENT

In the Claims:

Please replace present claim 1 with the following claim 1:

1. (Amended) A compound of the formula:



and the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof, wherein

\equiv represents a single or double bond;

one Z^2 is CA or CR^8A and the other is CR^1 , CR^1_2 , NR^6 or N wherein each R^1 , R^6 and R^8 is independently hydrogen or noninterfering substituent;

A is $-W_i-COX_jY$ wherein Y is COR^2 or an isostere thereof and R^2 is hydrogen or a noninterfering substituent, each of W and X is a spacer of 2-6Å, and each of i and j is independently 0 or 1;

Z^3 is NR^7 or O;

each R^3 is independently a noninterfering substituent;

n is 0-3;

each of L^1 and L^2 is a linker;

each R^4 is independently a noninterfering substituent;

m is 0-4;

Z^1 is N;

each of l and k is 1;

Ar is an aryl group substituted with 0-5 noninterfering substituents, wherein two noninterfering substituents can form a fused ring; and

the distance between the atom of Ar linked to L^2 and the center of the α ring is 4.5-24Å.

Please cancel claims 10 and 13.

Please replace present claim 39 with the following claim 39:

A2
39. (Amended) A pharmaceutical composition for treating conditions characterized by enhanced p38- α activity which composition comprises a therapeutically effective amount of a compound claim 1 or the pharmaceutically acceptable salts thereof, along with a pharmaceutically acceptable excipient.

Please replace present claim 42 with the following claim 42:

A3
42. (Amended) A method to treat rheumatoid arthritis comprising administering to a subject in need of such treatment a compound of claim 1 or the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof.

Please cancel claims 43 and 44.